

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11  
: :  
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: :  
: Debtors. : (Jointly Administered)  
: :  
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**ORDER TO SHOW CAUSE WHY EXPEDITED MOTION FOR INTERIM  
AND FINAL ORDER RATIFYING AND APPROVING DEBTORS' ENTRY  
INTO (A) FOURTH AMENDMENT TO AMENDED AND RESTATED DIP  
CREDIT AGREEMENT, (B) FIRST AMENDMENT TO AMENDED AND  
RESTATED SECURITY AND PLEDGE AGREEMENT, AND (C) RELATED  
DOCUMENTS IN CONNECTION THEREWITH SHOULD NOT BE GRANTED**

Upon the above-captioned debtors' Expedited Motion For Interim And Final Order Ratifying And Approving Debtors' Entry Into (A) Fourth Amendment To Amended And Restated DIP Credit Agreement, (B) First Amendment To Amended And Restated Security And Pledge Agreement, And (C) Related Documents In Connection Therewith (the "Motion"),<sup>1</sup> dated April 29, 2009; and upon the affidavit of Kayalyn A. Marafioti, sworn to April 29, 2009, in support of the application for an expedited hearing on the Motion; and good cause having been shown, and sufficient cause appearing therefor, it is hereby

ORDERED that parties-in-interest show cause before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, on May 7, 2009 at 9:00 a.m. (prevailing Eastern time), why the Motion should not be granted on an interim basis pending a final hearing on the

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<sup>1</sup> Capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Motion.

Motion at the next scheduled omnibus hearing on May 21, 2009 at 10:00 a.m. (prevailing Eastern time); and it is further

1. ORDERED that service of this order to show cause and the pleadings on which it is based shall be made by hand or overnight delivery AND by electronic mail (except with respect to the office of the United States Trustee and except to the extent that such e-mail addresses are unknown) as soon as practicable, but in no event later than 4:00 p.m. (prevailing Eastern time) on April 30, 2009, upon (i) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Brian Masumoto); (ii) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude); (iii) counsel for GM, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Att'n: Jeffrey L. Tanenbaum); (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald S. Bernstein and Brian Resnick); (v) counsel for the Tranche C Collective, Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019 (Att'n: Richard Mancino and Marc Abrams); (vi) the United States Department of Justice, 86 Chambers Street, 3rd Floor, New York, New York 10007 (Att'n: Matthew L. Schwartz); and (vii) counsel for the United States Department of the Treasury, Cadwalader, Wickersham & Taft LLP, One World Financial Center, New York, New York 10281 (Att'n: John J. Rapisardi); and it is further

ORDERED that notice of the Motion also shall be provided in the manner and to the parties set forth in the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No.

2883), and the Thirteenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered December 4, 2008 (Docket No. 14534); and it is further

ORDERED that answering papers, if any, shall be served upon the above-named parties and upon counsel to the above-captioned debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.) and Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 (Att'n: Kayalyn A. Marafioti and Thomas J. Matz) (with a copy to Chambers and the Office of the United States Trustee (Att'n: Brian Masumoto)) by hand delivery AND by electronic mail (except with respect to the office of the United States Trustee) so as to be RECEIVED no later than May 6, 2009, at 12:00 noon (prevailing Eastern time).

Dated: New York, New York  
April 29, 2009

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE